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26 UNITED STATES BANKRUPTCY COURT

27 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

28 In re

THE ROMAN CATHOLIC ARCHBISHOP
OF SAN FRANCISCO,

Debtor and
Debtor in Possession.

Case No. 23-30564

Chapter 11

**FIRST INTERIM APPLICATION OF
OMNI AGENT SOLUTIONS, INC. FOR
ALLOWANCE OF FEES AND
REIMBURSEMENT OF EXPENSES AS
ADMINISTRATIVE AGENT FOR THE
DEBTOR IN POSSESSION**

Date: April 4, 2024
Time: 1:30 p.m.
Location: Via ZoomGov
Judge: Hon. Dennis Montali

1 Omni Agent Solutions, Inc., (hereinafter “Omni”), administrative agent for The Roman
2 Catholic Archbishop of San Francisco, the debtor and debtor in possession (the “RCASF” or the
3 “Debtor”), submits this application (the “Application”) for first interim allowance of fees and
4 reimbursement of expenses for the period of August 21, 2023 (the “Petition Date”), through and
5 including December 31, 2023 (the “Application Period”) as set forth in the Request for Relief
6 below. In support of this Application, Omni relies on the *Declaration of Paul H. Deutch* (“Deutch
7 Decl.”) filed in support of this Application, the *Declaration of Fr. Patrick Summerhays*
8 (“Summerhays Decl.”) in support of this Application, and the pleadings and papers on file in this
9 case, and on such other evidence and argument as may be submitted before or during the hearing
10 on this Application.

11 **I.**

12 **RELIEF REQUESTED**

13 Through this Application, Omni requests an Order:

- 14 1. Approving on an interim basis, Omni’s fees in the amount of \$23,323.50 and
15 reimbursement of expenses in the amount of \$0.00 for a total of \$23,323.50 incurred from the
16 Petition Date through December 31, 2023.
- 17 2. Authorizing payment to Omni by the Debtor of the unpaid balance of the allowed
18 fees and expenses after application of any retainer; and
- 19 3. For such other relief as the Court deems just and proper.

20 **II.**

21 **BACKGROUND FACTS**

22 On August 21, 2023, the Debtor filed a voluntary chapter 11 bankruptcy petition. The
23 Debtor remains in possession of its estate, no trustee having been appointed. The Debtor is
24 operating and managing its business as a debtor in possession pursuant to the provisions of
25 Sections 1107 and 1108 of the Bankruptcy Code. On September 1, 2023, the Office of the United
26 States Trustee appointed an Official Committee of Unsecured Creditors (the “OCC”) (ECF 58).

27 A description of the Debtor’s history, business operations, operational structure, the
28 reasons for commencing the Chapter 11 Case, the relief sought from the Court, and the facts and

1 circumstances supporting this Application are set forth in the *Declaration of Joseph J. Passarello*
2 *in support of Chapter 11 Petition and First Day Motions* filed on August 21, 2023, at ECF 14, and
3 the *Declaration of Paul E. Gaspari in Support of Chapter 11 Petition and First Day Motions* filed
4 on August 21, 2023 at ECF 15.

5 On August 25, 2023, the Court entered its order granting the Debtor's application to employ
6 Omni as administrative agent, effective as of August 21, 2023, at ECF 37.

7 III.

8 STATUS OF CASE

9 To avoid unnecessary duplication, the case status is set forth in the First Interim Application
10 of Felderstein Fitzgerald Willoughby Pascuzzi & Rios LLP for Allowance of Fees and
11 Reimbursement of Expenses as Counsel for Debtor in Possession and incorporated herein by this
12 reference.

13 IV.

14 SERVICES RENDERED

15 The services performed by Omni in this case have been categorized into task billing
16 categories. Detailed billing statements reflecting Omni's time records and out of pocket expenses,
17 including a summary of the aggregate and itemized hours and total compensation requested with
18 respect to the professionals who provided compensable services are attached to the Deutch Decl.,
19 as *Exhibit A*.

20 The billing statements are organized by task, and the content of the billings included in each
21 task is generally explained below. The following is a listing of the billing task categories showing
22 the number of professional hours expended and fees incurred under each billing task category:

CATEGORY	HOURS	FEES
Preparation of Schedules/Statement of Financial Affairs (" <u>Schedules</u> " and " <u>SoFAs</u> ")	122.50	\$23,323.50
Totals	122.50	\$23,323.50

27 Below is a general description of the work performed in each task category.

28 A. Preparation of Schedules/SoFAs.

This category includes all work performed by Omni in assisting the Debtor in the preparation of its Schedules and SoFAs. Omni received large and frequent batches of data from the Debtor and its professionals. Such data was properly formatted, when necessary, and incorporated into draft Schedules and SoFAs. Omni conducted multiple reviews of draft work product with the Debtor and its professionals to ensure the accuracy of the final Schedules and SoFAs.

A breakdown of the professionals who billed time to Preparation of Schedules/SoFAs and the number of hours billed by each is as follows:

Professional	Hours	Rate	Total
Ada Ferrer	3.40	\$200	\$680.00
Anthony Roque	2.90	\$140	\$406.00
Ashley Stefanovic	2.80	\$125	\$350.00
Brittney Whitaker	35.7	\$240	\$8,568.00
Caroline Zemp	2.00	\$170	\$340.00
Carrie Hernandez	1.10	\$180	\$198.00
Javon Couch	6.40	\$170	\$1,088.00
Karen Graves	0.50	\$145	\$72.50
Luis Solorzano	9.20	\$240	\$2,208.00
Lyanne Ramirez	3.00	\$135	\$405.00
Mark Bishay	0.30	\$155	\$46.50
Michelle Ignacio	1.20	\$155	\$186.00
Noah Hurst	1.60	\$165	\$264.00
Sejal Kelly	29.90	\$240	\$7,176.00
Tara Saldajeno	11.60	\$160	\$1,856.00
Yelena Bederman	10.90	\$190	\$2,071.00
TOTAL	122.50	----	\$25,915.00
DISCOUNT	----	----	(\$2,591.50)
ADJ. TOTAL	122.50	----	\$23,323.50

V.

SUMMARY OF FEES AND EXPENSES

Detailed billing statements reflecting Omni's time records and out of pocket expenses reflect total fees in the amount of \$23,323.50 and expenses in the amount of \$0.00 for a total of \$23,323.50, incurred during the Application Period.

Omni has calculated a blended hourly rate of \$190.40 by dividing the total fees billed by the total number of hours recorded.

Omni did not incur any expenses during the Application Period.

1 Omni requests an order under Bankruptcy Code section 330 approving fees in this case of
2 \$23,323.50 and expenses in the amount of \$0.00 for a total of \$23,323.50 for the period of August
3 21, 2023, through and including December 31, 2023, as reasonable and necessary for the
4 administration of this case.

5 VI.

6 FACTORS TO CONSIDER

7 The order approving Omni's employment authorizes compensation on a basis that would
8 allow payment for services rendered on an hourly rate consistent with the Ninth Circuit decision in
9 *In re Manoa Fin. Co.*, 853 F.2d 687 (9th Cir. 1988), after notice to all interested parties. Consistent
10 with the *Manoa* Decision, various factors were suggested by the Court in *Johnson v. Georgia*
11 *Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), for consideration in awarding compensation
12 in a bankruptcy case. Though not specifically required for approval under the lodestar or *Manoa*
13 case, several of the *Johnson* factors have been specifically codified by the Bankruptcy Reform Act
14 of 1994 and as such, these factors are discussed below:

15 (a) **Time and labor required (11 U.S.C. § 330(a)(3)(A)):** Omni has utilized
16 sixteen (16) professionals who have expended 122.50 in billable hours during the Application
17 period. The blended hourly rate based on the billed hours is \$190.40. This is a very reasonable rate
18 for a case as complex and difficult as the present Case.

19 (b) **Novelty and difficulty of the questions (11 U.S.C. § 330(a)(3)(D)):** This
20 case involves a not-for-profit religious institution with unique and complex noticing requirements
21 including the confidentiality of survivor data. Omni is particularly suited to handle this case because
22 of its prior experience in such chapter 11 cases as Boy Scouts of America and USA Gymnastics.

23 (c) **Skill requisite to perform the services properly (11 U.S.C.**
24 **§ 330(a)(3)(D)):** Omni is skilled in providing administrative services in complex chapter 11 cases
25 and has special experience and technology to render services on benefit of the estate. Omni's
26 professionals have many years of combined experience in similarly complicated cases.

27 (d) **Customary fees (11 U.S.C. §§ 330(a)(3)(B and E)):** The rates charged by
28 Omni are Omni's standard billing rates (\$40-\$250 per hour), which are generally used by Omni

1 with respect to its other restructuring clients.

2 (e) **Amount of work involved and result obtained (11 U.S.C. § 330(a)(3)(D)):**

3 As stated above, Omni has expended 122.50 of billable hours on behalf of the Debtor during the
4 Application Period performing the services described herein.

5 (f) **Experience, reputation, and ability of Omni:** Omni has many years of
6 experience providing administrative services in complex bankruptcy reorganizations. Omni also
7 enjoys a national reputation for quality work and integrity in the restructuring community.

8 (g) **Professional relationship with the client:** Other than as disclosed in its
9 application for approval of employment of Omni, Omni has no relationship with the U.S. Trustee,
10 the Debtor, its officers and directors, or its creditors.

11 (h) **Awards in similar cases (11 U.S.C. § 330(a)(3)(F)):** The compensation
12 sought by this Application is consistent with that authorized in similar cases.

13 In addition to the foregoing *Johnson* factors, section 330 also examines whether the services
14 were:

15 (i) **Necessary to the Administration of the Bankruptcy Case (11 U.S.C.
16 § 330(a)(3)(C)):** Omni respectfully submits that Omni's services were necessary to the
17 administration of this Case and in total have benefited the estate.

18 **VII.**

19 **PAYMENTS RECEIVED TO DATE; AVAILABILITY OF FUNDS**

20 With respect to the Bankruptcy Rule 2016(a) requirements, Omni has not received any
21 payments to date in this case from any source, other than the Debtor. Omni received a prepetition
22 retainer from the Debtor in the amount of \$50,000.00.

23 Pursuant to the Order Establishing Procedures and Authorizing Payment of Professional
24 Fees and Expenses on a Monthly Basis (ECF 212), Omni has filed and served fee notices for
25 September 2023 (ECF 244) and December 2023 (ECF 439). No objections have been received on
26 any of the fee notices.

27 With respect to Bankruptcy Rule 2016(b), Omni has not entered into any agreement, express
28 or implied, with any other party-in-interest, including the Debtor, any creditors, or any

1 representative of them, or with any attorney or accountant for such party-in-interest for the purpose
2 of fixing fees or other compensation to be paid for services rendered or expenses incurred in
3 connection with this case, and no agreement or understanding exists between Omni and any other
4 person for the sharing of the compensation to be received for services rendered in, or in connection
5 with, this case.

6 **VIII.**

7 **CONCLUSION**

8 Based on all of the above, Omni respectfully requests that this Court enter an order granting
9 the relief requested herein, and for such other and further relief as the Court deems necessary and
10 proper.

11 Dated: February 29, 2024

OMNI AGENT SOLUTIONS, INC.

12
13 By: /s/ Paul H. Deutch
PAUL H. DEUTCH

14 Administrative Agent for The Roman Catholic
15 Archbishop of San Francisco

16 Dated: February 29, 2024

FELDERSTEIN FITZGERALD WILLOUGHBY
PASCUZZI & RIOS LLP

17
18 By: /s/ Paul J. Pascuzzi
19 PAUL J. PASCUZZI
20 JASON E. RIOS
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21 Attorneys for The Roman Catholic Archbishop of
22 San Francisco

23 Dated: February 29, 2024

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